

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

Thomas Spina,	:	
	:	
Plaintiff,	:	
	:	
v.	:	No. 14-cv-04230
	:	
	:	
Refrigeration Service and Engineering,	:	
Inc., et al.,	:	
	:	
Defendants.	:	

**DEFENDANT, REFRIGERATED SERVICE AND  
ENGINEERING, INC.'S, RESPONSE IN OPPOSITION TO  
PLAINTIFF'S MOTION TO ENFORCE RIGHTS**

Defendant, Refrigeration Service and Engineering, Inc. ("RSE" or the "Corporation"), submits this response to the allegations set forth in the Motion to Enforce Rights Under Section 1508 Of The Pennsylvania Business Corporation Law ("Motion"), filed by Plaintiff, Thomas Spina ("Spina").

**RSE'S RESPONSE TO THE UNSUBSTANTIATED ALLEGATIONS IN THE MOTION**

RSE responds to the allegations set forth in Spina's Motion as follows:

1. Denied. This action is a wholly frivolous lawsuit filed by Spina in an effort to extort the Corporation and the other shareholders to agree to a settlement where by Spina retains a 30% interest in RSE but does not have to pay for it. It is further denied that the Defendants ever attempted to unlawfully convey the assets of the Corporation to Stellar Refrigeration Services, Inc. ("Stellar").
2. Exhibit "A" to Plaintiff's Motion, being in writing, speaks for itself and RSE denies any characterizations to the contrary.
3. Admitted.

4. Admitted.

5. Exhibit "A" to Plaintiff's Motion, being in writing, speaks for itself and Defendant denies any characterizations to the contrary. These allegations are also denied as conclusions of law. Contrary to what is alleged in this paragraph, Spina's true primary purpose in sending this demand letter is to extort a favorable settlement from Defendants to which he is otherwise not entitled to as a matter of law, and to fish for any information he may be able to use to prolong this frivolous lawsuit in order to deplete RSE's net income.

6. Exhibits "B" and "C" to Plaintiff's Motion, being in writing, speaks for themselves and Defendant denies any characterizations to the contrary. It is further denied that RSE informed Spina's counsel that "no documents would be produced in response to the Demand Letter". Rather, as the email attached as Exhibit "C" to Plaintiff's Motion clearly states, Plaintiff's counsel was advised that no documents would be made available for inspection "on June 25, 2014", as was demanded in the Demand Letter.

In addition, as set forth in the letter attached as Exhibit "B" to the Motion, Plaintiff had previously been provided with the following documents:

Articles of Incorporation, as amended; the Bylaws; the Stock Purchase and Sale Agreement, Plan of Merger and ancillary documents regarding the merger of RSE and Industrial Refrigeration & Engineering, Inc.; the Articles of Merger; the fictitious name registrations; the share certificates for each of the four shareholders; the Haas valuation, the Stock Pledge Agreements, the Asset Purchase Agreement with Stellar, and Plaintiff's counsel's letter of May 19<sup>th</sup>.

7. Denied as a conclusion of law.

8. Exhibit "A" to Plaintiff's Motion, being in writing, speaks for itself and Defendant denies any characterizations to the contrary.

9. Denied as a conclusion law.

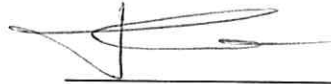
10. Denied as a conclusion of law.

WHEREFORE, Defendant, RSE, respectfully requests this Court to deny this Motion.

A proposed form of Order is attached.

**JACOBS LAW GROUP, PC**

Dated: August 13, 2014



---

Neal A Jacobs, Esq. I.D. #41918  
Richard E. Miller, Esq. I.D. #46451  
2005 Market Street, Suite 1120  
Philadelphia, Pa. 19103  
Phone: (215) 569-9701

Attorneys for Refrigeration, Service and  
Engineering, Inc.

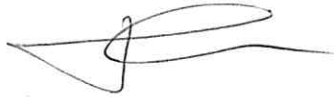
**CERTIFICATE OF SERVICE**

I, Richard E. Miller, hereby certify that on August 13, 2014, I served the foregoing Response in Opposition to Plaintiff's Motion to Enforce Rights upon the following by operation of the Court's ECF filing system:

Henry I. Pass, Esq.  
Suite 700A  
3 Bala Plaza East  
Bala Cynwyd, PA 19004-3492

Gary M. Samms, Esq.  
One Penn Center, 19th Floor  
1617 JFK Blvd.  
Philadelphia, PA 19103

Michael D. LiPuma, Esq.  
325 Chestnut Street  
Suite 1109  
Philadelphia, PA 19106



---

Richard E. Miller